



APR 21 2017

ARTICLES OF ORGANIZATION
OF

FILE NO. L-21804291 **GADSDEN - PARADISE, LLC**
(an Arizona limited liability company)

1. **Name.** The name of the limited liability company is GADSDEN - PARADISE, LLC (the "Company").
2. **Known Place Of Business.** The address of the Company's known place of business in Arizona is c/o Gadsden Growth Properties, Inc., 5150 N. Hayden Road, Suite 225, Scottsdale, AZ 85260.
3. **Statutory Agent.** The name and address of the Company's agent for service of process are: Jonathan A. Bennett, Esq., Gammage & Burnham P.L.C., Two North Central Avenue, 15th Floor, Phoenix, Arizona 85004.
4. **Management.** Management of the Company shall be vested in a Manager.
5. **Name and Address.** The name and address of the Manager of the Company as of the filing of these Articles are:

John Hartman
5150 N. Hayden Road, Suite 225
Scottsdale, AZ 85260
6. **Major Members.** The name and address of each Member of the Company who owns twenty percent (20%) or greater interest in the capital and profits of the Company as of the filing of these Articles are:

Gadsden Realty Investments I, LLC,
a Delaware limited liability company
5150 N. Hayden Road, Suite 225
Scottsdale, AZ 85260
7. **Dissolution.** There is no latest date by which the Company must dissolve.
8. **Limited Liability.** No Member or Manager of the Company shall be liable for the debts, obligations or other liabilities of the Company solely by reason of being a Member or Manager of the Company.
9. **Organizer.** The undersigned organizer shall have no authority, liabilities, responsibilities, or duties as organizer other than the filing of these Articles of Organization.


ORGANIZER:

John Hartman

Date: April 21, 2017

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned, having been designated to act as statutory agent of GADSDEN - PARADISE, LLC, an Arizona limited liability company, hereby consents to act in that capacity until removal or resignation is submitted in accordance with applicable laws.



Jonathan A. Bennett

Date: April 21, 2017